
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2024
OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number **001-34383**

Seven Hills Realty Trust

(Exact Name of Registrant as Specified in Its Charter)

Maryland **20-4649929**
(State of Organization) (IRS Employer Identification No.)

Two Newton Place, 255 Washington Street, Suite 300, Newton, MA 02458-1634
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code **617-332-9530**

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Shares of Beneficial Interest	SEVN	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided in Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Number of registrant's common shares of beneficial interest, \$0.001 par value per share, outstanding as of October 24, 2024: 14,902,851.

SEVEN HILLS REALTY TRUST

FORM 10-Q

September 30, 2024

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References in this Quarterly Report on Form 10-Q to "SEVN", "we", "us" or "our" mean Seven Hills Realty Trust and its consolidated subsidiaries unless otherwise expressly stated or the context indicates otherwise.

PART I. Financial Information
Item 1. Financial Statements

SEVEN HILLS REALTY TRUST
CONDENSED CONSOLIDATED BALANCE SHEETS
(dollars in thousands, except per share data)
(unaudited)

	September 30, 2024	December 31, 2023
ASSETS		
Cash and cash equivalents	\$ 82,197	\$ 87,855
Loans held for investment	557,226	626,462
Allowance for credit losses	(7,282)	(4,376)
Loans held for investment, net	549,944	622,086
Real estate owned, net	11,182	11,278
Acquired real estate leases, net	3,537	4,137
Accrued interest receivable	3,014	3,632
Prepaid expenses and other assets, net	2,702	2,537
Total assets	<u>\$ 652,576</u>	<u>\$ 731,525</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Accounts payable, accrued liabilities and other liabilities	\$ 4,757	\$ 3,808
Secured financing facilities, net	375,928	454,422
Due to related persons	2,385	2,047
Total liabilities	<u>383,070</u>	<u>460,277</u>
Commitments and contingencies		
Shareholders' equity:		
Common shares of beneficial interest, \$0.001 par value per share; 25,000,000 shares authorized; 14,906,453 and 14,811,410 shares issued and outstanding, respectively	15	15
Additional paid in capital	240,316	239,443
Cumulative net income	84,601	71,660
Cumulative distributions	(55,426)	(39,870)
Total shareholders' equity	<u>269,506</u>	<u>271,248</u>
Total liabilities and shareholders' equity	<u>\$ 652,576</u>	<u>\$ 731,525</u>

See accompanying notes.

SEVEN HILLS REALTY TRUST
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(amounts in thousands, except per share data)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
INCOME FROM INVESTMENTS:				
Interest and related income	\$ 15,741	\$ 17,137	\$ 48,467	\$ 48,814
Purchase discount accretion	420	1,075	2,347	3,307
Less: interest and related expenses	(7,875)	(8,979)	(24,933)	(24,600)
Income from loan investments, net	8,286	9,233	25,881	27,521
Revenue from real estate owned	571	565	1,718	714
Total revenue	8,857	9,798	27,599	28,235
OTHER EXPENSES:				
Base management fees	1,083	1,077	3,245	3,223
Incentive fees	486	469	906	661
General and administrative expenses	1,011	941	3,055	3,018
Reimbursement of shared services expenses	635	642	2,017	1,913
Provision for (reversal of) credit losses	1,518	(1,338)	3,530	(1,299)
Expenses from real estate owned	634	516	1,878	734
Total other expenses	5,367	2,307	14,631	8,250
Income before income taxes	3,490	7,491	12,968	19,985
Income tax expense	(11)	(18)	(27)	(65)
Net income	<u>\$ 3,479</u>	<u>\$ 7,473</u>	<u>\$ 12,941</u>	<u>\$ 19,920</u>
Weighted average common shares outstanding - basic and diluted	<u>14,723</u>	<u>14,640</u>	<u>14,697</u>	<u>14,609</u>
Net income per common share - basic and diluted	<u>\$ 0.23</u>	<u>\$ 0.51</u>	<u>\$ 0.87</u>	<u>\$ 1.35</u>

See accompanying notes.

SEVEN HILLS REALTY TRUST
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(amounts in thousands)
(unaudited)

	Number of Common Shares	Common Shares	Additional Paid In Capital	Cumulative Net Income	Cumulative Distributions	Total
Balance at December 31, 2023	14,811	\$ 15	\$ 239,443	\$ 71,660	\$ (39,870)	\$ 271,248
Share grants	—	—	336	—	—	336
Share repurchases	(6)	—	(75)	—	—	(75)
Net income	—	—	—	5,233	—	5,233
Distributions	—	—	—	—	(5,184)	(5,184)
Balance at March 31, 2024	14,805	15	239,704	76,893	(45,054)	271,558
Share grants	29	—	497	—	—	497
Share repurchases	(1)	—	(13)	—	—	(13)
Net income	—	—	—	4,229	—	4,229
Distributions	—	—	—	—	(5,182)	(5,182)
Balance at June 30, 2024	14,833	15	240,188	81,122	(50,236)	271,089
Share grants	91	—	367	—	—	367
Share repurchases	(18)	—	(239)	—	—	(239)
Net income	—	—	—	3,479	—	3,479
Distributions	—	—	—	—	(5,190)	(5,190)
Balance at September 30, 2024	14,906	\$ 15	\$ 240,316	\$ 84,601	\$ (55,426)	\$ 269,506
Balance at December 31, 2022	14,709	\$ 15	\$ 238,505	\$ 52,290	\$ (19,231)	\$ 271,579
Cumulative-effect adjustment upon adoption of credit loss accounting standard	—	—	—	(6,595)	—	(6,595)
Share grants	—	—	121	—	—	121
Share repurchases	(1)	—	(13)	—	—	(13)
Share forfeitures	(1)	—	(1)	—	—	(1)
Net income	—	—	—	7,803	—	7,803
Distributions	—	—	—	—	(5,147)	(5,147)
Balance at March 31, 2023	14,707	15	238,612	53,498	(24,378)	267,747
Share grants	42	—	579	—	—	579
Share repurchases	(3)	—	(24)	—	—	(24)
Share forfeitures	(1)	—	—	—	—	—
Net income	—	—	—	4,644	—	4,644
Distributions	—	—	—	—	(5,148)	(5,148)
Balance at June 30, 2023	14,745	15	239,167	58,142	(29,526)	267,798
Share grants	80	—	273	—	—	273
Share repurchases	(8)	—	(101)	—	—	(101)
Share forfeitures	(1)	—	(2)	—	—	(2)
Net income	—	—	—	7,473	—	7,473
Distributions	—	—	—	—	(5,160)	(5,160)
Balance at September 30, 2023	14,816	\$ 15	\$ 239,337	\$ 65,615	\$ (34,686)	\$ 270,281

See accompanying notes.

SEVEN HILLS REALTY TRUST
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(dollars in thousands)
(unaudited)

	Nine Months Ended September 30,	
	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 12,941	\$ 19,920
Adjustments to reconcile net income to net cash provided by operating activities:		
Accretion of purchase discount	(2,347)	(3,307)
Provision for (reversal of) credit losses	3,530	(1,299)
Amortization of loan origination and exit fees	(2,177)	(2,529)
Amortization of deferred financing costs	1,090	1,002
Straight line rental income	(430)	(362)
Depreciation and amortization	1,001	308
Share based compensation	1,200	970
Changes in operating assets and liabilities:		
Accrued interest receivable	618	(480)
Prepaid expenses and other assets	202	911
Accounts payable, accrued liabilities and other liabilities	303	(9)
Due to related persons	338	(181)
Net cash provided by operating activities	<u>16,269</u>	<u>14,944</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Origination of loans held for investment	(51,356)	(78,038)
Additional funding of loans held for investment	(3,619)	(4,710)
Repayment of loans held for investment	128,735	71,643
Cash assumed from transfer of loans held for investment to real estate owned	—	1,742
Real estate owned improvements	(220)	(1,339)
Net cash provided by (used in) investing activities	<u>73,540</u>	<u>(10,702)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from secured financing facilities	26,283	63,206
Repayments under secured financing facilities	(104,765)	(61,955)
Payments of deferred financing costs	(1,102)	(437)
Repurchase of common shares	(327)	(138)
Distributions	(15,556)	(15,455)
Net cash used in financing activities	<u>(95,467)</u>	<u>(14,779)</u>
(Decrease) increase in cash and cash equivalents	(5,658)	(10,537)
Cash and cash equivalents at beginning of period	87,855	71,067
Cash and cash equivalents at end of period	<u>\$ 82,197</u>	<u>\$ 60,530</u>
SUPPLEMENTAL DISCLOSURES:		
Interest paid	\$ 24,034	\$ 23,550
Income taxes (refunded) paid	\$ (22)	\$ 133
NON-CASH INVESTING ACTIVITIES:		
Transfer of loans held for investment to real estate owned	\$ —	\$ 14,800

SEVEN HILLS REALTY TRUST
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)

Note 1. Basis of Presentation

The accompanying condensed consolidated financial statements are unaudited. Certain information and disclosures required by U.S. generally accepted accounting principles, or GAAP, for complete financial statements have been condensed or omitted. We believe the disclosures made are adequate to make the information presented not misleading. However, the accompanying condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes contained in our Annual Report on Form 10-K for the year ended December 31, 2023, or our 2023 Annual Report. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair statement of results for the interim periods have been included. All intercompany transactions and balances with or among our consolidated subsidiaries have been eliminated. Operating results for interim periods are not necessarily indicative of the results that may be expected for the full year.

The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions that affect reported amounts. Actual results could differ from those estimates. Significant estimates in the accompanying condensed consolidated financial statements include the allowance for credit losses, the valuation of real estate owned and the fair value of financial instruments.

Note 2. Recent Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board issued Accounting Standards Update, or ASU, 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which requires public entities, including those with a single reportable segment to: (i) provide disclosures of significant segment expenses and other segment items if they are regularly provided to the chief operating decision maker, or the CODM, and included in each reported measure of segment profit or loss; (ii) provide all annual disclosures about a reportable segment's profit or loss and assets currently required by Accounting Standards Codification, or ASC, 280, *Segment Reporting*, in interim periods; and (iii) disclose the CODM's title and position, as well as an explanation of how the CODM uses the reported measures and other disclosures. ASU 2023-07 does not change how a public entity identifies its operating segments, aggregates those operating segments or applies the quantitative thresholds to determine its reportable segments. ASU 2023-07 is required to be applied retrospectively and is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. We expect to include additional disclosures as a result of the implementation ASU 2023-07, however, these changes are not expected to have a material effect on our consolidated financial statements.

SEVEN HILLS REALTY TRUST
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)

Note 3. Loans Held for Investment, net

We originate first mortgage loans secured by middle market and transitional commercial real estate, or CRE, which are generally to be held as long term investments. We fund our loan portfolio using cash on hand and advancements under our Secured Financing Facilities, as defined in Note 5. See Note 5 for further information regarding our secured financing agreements.

The table below provides overall statistics for our loan portfolio as of September 30, 2024 and December 31, 2023:

	As of September 30, 2024		As of December 31, 2023	
Number of loans		20		24
Total loan commitments	\$	594,421	\$	670,293
Unfunded loan commitments ⁽¹⁾	\$	36,876	\$	40,401
Principal balance	\$	557,545	\$	629,892
Carrying value	\$	549,944	\$	622,086
Weighted average coupon rate		8.89%		9.19%
Weighted average all in yield ⁽²⁾		9.27%		9.64%
Weighted average floor		1.73%		1.36%
Weighted average maximum maturity (years) ⁽³⁾		2.5		3.0
Weighted average risk rating		3.1		3.0

- (1) Unfunded loan commitments are primarily used to finance property improvements and leasing capital and are generally funded over the term of the loan.
(2) All in yield represents the yield on a loan, including amortization of deferred fees over the initial term of the loan and excluding any purchase discount accretion.
(3) Maximum maturity assumes all borrower loan extension options have been exercised, which options are subject to the borrower meeting certain conditions.

The tables below represent our loan activities during the three months ended September 30, 2024 and 2023:

	Principal Balance	Deferred Fees and Other Items	Amortized Cost
Balance at June 30, 2024	\$ 610,210	\$ (960)	\$ 609,250
Additional funding	1,922	—	1,922
Originations	16,000	(215)	15,785
Repayments	(70,587)	(458)	(71,045)
Net amortization of deferred fees	—	894	894
Purchase discount accretion	—	420	420
Balance at September 30, 2024	<u>\$ 557,545</u>	<u>\$ (319)</u>	<u>\$ 557,226</u>

	Principal Balance	Deferred Fees and Other Items	Amortized Cost
Balance at June 30, 2023	\$ 634,920	\$ (5,395)	\$ 629,525
Additional funding	919	—	919
Originations	41,550	(528)	41,022
Repayments	(2,174)	—	(2,174)
Net amortization of deferred fees	—	762	762
Purchase discount accretion	—	1,075	1,075
Balance at September 30, 2023	<u>\$ 675,215</u>	<u>\$ (4,086)</u>	<u>\$ 671,129</u>

SEVEN HILLS REALTY TRUST
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)

The tables below represent our loan activities during the nine months ended September 30, 2024 and 2023:

	Principal Balance	Deferred Fees and Other Items	Amortized Cost
Balance at December 31, 2023	\$ 629,892	\$ (3,430)	\$ 626,462
Additional funding	3,777	(158)	3,619
Originations	52,017	(661)	51,356
Repayments	(128,141)	(594)	(128,735)
Net amortization of deferred fees	—	2,177	2,177
Purchase discount accretion	—	2,347	2,347
Balance at September 30, 2024	<u>\$ 557,545</u>	<u>\$ (319)</u>	<u>\$ 557,226</u>

	Principal Balance	Deferred Fees and Other Items	Amortized Cost
Balance at December 31, 2022	\$ 678,555	\$ (8,626)	\$ 669,929
Additional funding	4,943	(14)	4,929
Originations	79,050	(1,012)	78,038
Repayments	(71,468)	(175)	(71,643)
Transfer to real estate owned	(15,865)	(95)	(15,960)
Net amortization of deferred fees	—	2,529	2,529
Purchase discount accretion	—	3,307	3,307
Balance at September 30, 2023	<u>\$ 675,215</u>	<u>\$ (4,086)</u>	<u>\$ 671,129</u>

The tables below detail the property type and geographic location of the properties securing the loans in our portfolio as of September 30, 2024 and December 31, 2023:

Property Type	September 30, 2024			December 31, 2023		
	Number of Loans	Amortized Cost	Percentage of Value	Number of Loans	Amortized Cost	Percentage of Value
Office	6	\$ 167,798	30%	7	\$ 181,268	29%
Multifamily	5	153,160	28%	7	207,734	33%
Industrial	5	134,172	24%	5	118,707	19%
Retail	2	57,453	10%	3	72,962	12%
Hotel	2	44,643	8%	2	45,791	7%
	<u>20</u>	<u>\$ 557,226</u>	<u>100%</u>	<u>24</u>	<u>\$ 626,462</u>	<u>100%</u>

Geographic Location	September 30, 2024			December 31, 2023		
	Number of Loans	Amortized Cost	Percentage of Value	Number of Loans	Amortized Cost	Percentage of Value
South	7	\$ 187,644	34%	8	\$ 222,477	36%
West	6	142,063	25%	9	185,294	30%
Midwest	4	129,284	23%	4	128,876	20%
East	3	98,235	18%	3	89,815	14%
	<u>20</u>	<u>\$ 557,226</u>	<u>100%</u>	<u>24</u>	<u>\$ 626,462</u>	<u>100%</u>

SEVEN HILLS REALTY TRUST
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)

Credit Quality Information and Allowance for Credit Losses

We evaluate the credit quality of each of our loans at least quarterly by assessing a variety of risk factors in relation to each loan and assigning a risk rating to each loan based on those factors. The higher the number, the greater the risk level. See our 2023 Annual Report for more information regarding our loan risk ratings.

As of September 30, 2024 and December 31, 2023, the amortized cost of our loan portfolio within each internal risk rating by year of origination was as follows:

September 30, 2024								
Risk Rating	Number of Loans	Percentage of Portfolio	2024	2023	2022	2021	Prior	Total
1	—	—%	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
2	3	15%	—	28,817	37,184	15,241	—	81,242
3	12	59%	51,686	49,247	160,811	70,072	—	331,816
4	5	26%	—	—	—	114,542	29,626	144,168
5	—	—%	—	—	—	—	—	—
	20	100%	\$ 51,686	\$ 78,064	\$ 197,995	\$ 199,855	\$ 29,626	\$ 557,226

December 31, 2023							
Risk Rating	Number of Loans	Percentage of Portfolio	2023	2022	2021	Prior	Total
1	—	—%	\$ —	\$ —	\$ —	\$ —	\$ —
2	3	15%	37,323	42,089	15,435	—	94,847
3	18	71%	94,881	167,491	144,456	38,548	445,376
4	3	14%	—	—	86,239	—	86,239
5	—	—%	—	—	—	—	—
	24	100%	\$ 132,204	\$ 209,580	\$ 246,130	\$ 38,548	\$ 626,462

Allowance for credit losses

We measure our allowance for credit losses using the current expected credit loss, or CECL, model, which is based upon historical experience, current conditions, and reasonable and supportable forecasts incorporating forward-looking information that affect the collectability of the reported amount.

The allowance for credit losses is a valuation account that is deducted from the related loans' amortized cost basis in our condensed consolidated balance sheets. Our loans typically include commitments to fund incremental proceeds to borrowers over the life of the loan; these future funding commitments are also subject to the CECL model. The allowance for credit losses related to unfunded loan commitments is included in accounts payable, accrued liabilities and other liabilities in our condensed consolidated balance sheets.

Given the lack of historical loss data related to our loan portfolio, we estimate our expected losses using an analytical model that considers the likelihood of default and loss given default for each individual loan. This analytical model incorporates data from a third party database with historical loan loss information for commercial mortgage-backed securities, or CMBS, and CRE loans since 1998. Significant inputs to the model include certain loan specific data, such as loan to value, or LTV, property type, geographic location, occupancy, vintage year, remaining loan term, net operating income, expected timing and amounts of future loan fundings, and macroeconomic forecast assumptions, including the performance of CRE assets, unemployment rates, interest rates and other factors. We utilize the model to estimate credit losses over a reasonable and supportable economic forecast period of 12 months, followed by a straight-line reversion period of six months to average historical losses. Average historical losses are established using a population of third party historical loss data that approximates our portfolio as of the measurement date. We evaluate the estimated allowance for each of our loans individually and we consider our internal loan risk rating as the primary credit quality indicator underlying our assessment.

SEVEN HILLS REALTY TRUST
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share data)

We have elected to exclude accrued interest receivable from amortized cost and not to measure an allowance for credit losses on accrued interest receivable. Accrued interest receivables are generally written off when payments are 120 days past due. Such amounts are reversed against interest income and no further interest will be recorded until it is collected.

If a loan is determined to be collateral dependent (because the repayment of the loan is expected to be provided substantially through the operation or sale of the underlying collateral property) and the borrower is experiencing financial difficulties, but foreclosure is not probable, we may elect to apply a practical expedient to determine the loan's allowance for credit losses by comparing the collateral's fair value, less costs to sell, if applicable, to the amortized cost basis of the loan. For collateral-dependent loans for which foreclosure is probable, the related allowance for credit losses is determined using the fair value, less costs to sell, if applicable, of the collateral compared to the loan's amortized cost.

See Note 2 to our Consolidated Financial Statements included in Part IV, Item 15 of our 2023 Annual Report for further information regarding our measurement of our allowance for credit losses.

The tables below represent the changes to the allowance for credit losses during the three months ended September 30, 2024 and 2023.

	Loans Held for Investment, net	Unfunded Loan Commitments	Total
Balance at June 30, 2024	\$ 5,723	\$ 2,117	\$ 7,840
Provision for (reversal of) credit losses	1,559	(41)	1,518
Balance at September 30, 2024	<u>\$ 7,282</u>	<u>\$ 2,076</u>	<u>\$ 9,358</u>

	Loans Held for Investment, net	Unfunded Loan Commitments	Total
Balance at June 30, 2023	\$ 4,201	\$ 1,725	\$ 5,926
(Reversal of) provision for credit losses	(1,660)	322	(1,338)
Recoveries	740	—	740
Balance at September 30, 2023	<u>\$ 3,281</u>	<u>\$ 2,047</u>	<u>\$ 5,328</u>

The tables below represent the changes to the allowance for credit losses during the nine months ended September 30, 2024 and 2023:

	Loans Held for Investment, net	Unfunded Loan Commitments	Total
Balance at December 31, 2023	\$ 4,376	\$ 1,452	\$ 5,828
Provision for credit losses	2,906	624	3,530
Balance at September 30, 2024	<u>\$ 7,282</u>	<u>\$ 2,076</u>	<u>\$ 9,358</u>

	Loans Held for Investment, net	Unfunded Loan Commitments	Total
Balance at December 31, 2022	\$ —	\$ —	\$ —
Cumulative effect adjustment upon adoption of ASU No. 2016-13	4,893	1,702	6,595
(Reversal of) provision for credit losses	(1,644)	345	(1,299)
Write offs	(708)	—	(708)
Recoveries	740	—	740
Balance at September 30, 2023	<u>\$ 3,281</u>	<u>\$ 2,047</u>	<u>\$ 5,328</u>

The increase in the allowance for credit losses during the three and nine months ended September 30, 2024 is primarily attributable to declining values for CRE and unfavorable CRE pricing forecasts used in our CECL model and increased provisions for our office loans.

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We may enter into loan modifications that include, among other changes, extensions of maturity dates, repurposing or required replenishment of reserves, increases or decreases in loan commitments and required pay downs of principal amounts outstanding. Loan modifications are evaluated to determine whether a modification results in a new loan or a continuation of an existing loan under ASC 310.

In August 2024, we amended the agreement governing our loan secured by an office property in Dallas, TX. As part of this amendment, the loan commitment was reduced by \$3,189, the borrower was required to contribute \$2,900 to cash reserves and the maturity date was extended by two years to August 25, 2026. As of September 30, 2024, this loan had an amortized cost of \$43,511 and a risk rating of 4.

In August 2024, we amended the agreement governing our loan secured by an office property in Plano, TX. As part of this amendment, the coupon rate was reduced from SOFR + 4.75% to SOFR + 3.75% and the maturity date was extended by two years to July 1, 2026. As of September 30, 2024, this loan had an amortized cost of \$26,634 and a risk rating of 4.

There were no other modifications to our loan portfolio for borrowers experiencing financial difficulties during the nine months ended September 30, 2024.

We did not have any outstanding past due loans or nonaccrual loans as of September 30, 2024 or December 31, 2023. As of September 30, 2024 and October 24, 2024, all of our borrowers had paid their debt service obligations owed and due to us. See our 2023 Annual Report for more information regarding our nonaccrual policy.

Note 4. Real Estate Owned

Real estate owned is property acquired in full or partial settlement of loan obligations generally through foreclosure or by deed in lieu of foreclosure. Upon acquisition, we allocate the fair value of the real estate owned in accordance with ASC 805, *Business Combinations*. Subsequent to acquisition, costs incurred related to improvements to the property are capitalized and depreciated over their estimated useful lives and costs related to the operation of the property are expensed as incurred.

In June 2023, we assumed legal title to an office property located in Yardley, PA through a deed in lieu of foreclosure. The table below presents the assets and liabilities of real estate owned in our condensed consolidated balance sheets:

	September 30, 2024	December 31, 2023
Land, building and improvements	\$ 11,635	\$ 11,393
Accumulated depreciation	(453)	(115)
Real estate owned, net	11,182	11,278
Acquired real estate leases, net ⁽¹⁾	3,537	4,137
Prepaid expenses and other assets, net ⁽²⁾	1,877	1,352
Total assets	<u>\$ 16,596</u>	<u>\$ 16,767</u>
Accounts payable, accrued liabilities and other liabilities	\$ 507	\$ 517
Total liabilities	<u>\$ 507</u>	<u>\$ 517</u>

(1) As of September 30, 2024, the weighted average amortization period of acquired real estate leases was 7.0 years.

(2) Includes \$1,077 and \$647 of straight line rent receivables as of September 30, 2024 and December 31, 2023, respectively.

Revenue from real estate owned represents rental income from operating leases with tenants and is recognized on a straight line basis over the lease term. We increased revenue from real estate owned to record revenue on a straight line basis by \$45 and \$430 for the three and nine months ended September 30, 2024. Expenses from real estate owned represents costs related to the acquisition of the property, costs to operate the property and depreciation and amortization expense.

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We regularly evaluate real estate owned for indicators of impairment. Impairment indicators may include declining tenant occupancy, lack of progress leasing vacant space, tenant bankruptcies, low long term prospects for improvement in property performance, weak or declining tenant profitability, cash flow or liquidity, our decision to dispose of an asset before the end of its estimated useful life and legislative, market or industry changes that could permanently reduce the value of a property. If there is an indication that the carrying value of an asset is not recoverable, we estimate the projected undiscounted cash flows to determine if an impairment loss should be recognized. The future net undiscounted cash flows are subjective and are based in part on assumptions regarding hold periods, market rents and terminal capitalization rates. We determine the amount of any impairment loss by comparing the carrying value to estimated fair value. We estimate fair value through an evaluation of recent financial performance and projected discounted cash flows using standard industry valuation methods.

Note 5. Secured Financing Agreements

Our secured financing agreements at September 30, 2024 consisted of agreements that govern: our master repurchase facility with Wells Fargo, National Association, or Wells Fargo, or the Wells Fargo Master Repurchase Facility; our master repurchase facility with Citibank, N.A., or Citibank, or the Citibank Master Repurchase Facility; our master repurchase facility with UBS AG, or UBS, or the UBS Master Repurchase Facility, and our facility loan program with BMO Harris Bank N.A., or BMO, or the BMO Facility. We refer to the Wells Fargo Master Repurchase Facility, Citibank Master Repurchase Facility and UBS Master Repurchase Facility, collectively, as our Master Repurchase Facilities. We refer to the Master Repurchase Facilities and the BMO Facility, collectively, as our Secured Financing Facilities. See our 2023 Annual Report for more information regarding our Secured Financing Facilities.

The table below summarizes our Secured Financing Facilities as of September 30, 2024 and December 31, 2023:

	Debt Obligation					Collateral	
	Maximum Facility Size	Principal Balance	Carrying Value	Coupon Rate ⁽¹⁾	Weighted Average Remaining Maturity (years) ⁽²⁾	Maturity Date	Principal Balance
September 30, 2024:							
Citibank Master Repurchase Facility	\$ 215,000	\$ 59,714	\$ 59,017	7.43%	1.6	9/27/2026	\$ 103,390
UBS Master Repurchase Facility	205,000	146,339	146,252	7.41%	0.3	2/18/2025	205,204
BMO Facility	150,000	103,855	103,605	7.09%	1.0	Various	142,827
Wells Fargo Master Repurchase Facility	125,000	67,426	67,054	7.01%	0.4	3/11/2025	90,124
Total/weighted average	<u>\$ 695,000</u>	<u>\$ 377,334</u>	<u>\$ 375,928</u>	7.25%	0.7		<u>\$ 541,545</u>
December 31, 2023:							
Citibank Master Repurchase Facility	\$ 215,000	\$ 91,115	\$ 90,811	7.47%	0.7	3/15/2025	\$ 142,465
UBS Master Repurchase Facility	205,000	181,381	181,162	7.72%	0.8	2/18/2025	241,887
BMO Facility	150,000	87,767	87,451	7.29%	1.3	Various	118,471
Wells Fargo Master Repurchase Facility	125,000	95,551	94,998	7.44%	1.1	3/11/2025	127,069
Total/weighted average	<u>\$ 695,000</u>	<u>\$ 455,814</u>	<u>\$ 454,422</u>	7.53%	0.9		<u>\$ 629,892</u>

- (1) The weighted average coupon rate is determined using the Secured Overnight Financing Rate, or SOFR, plus a spread ranging from 1.83% to 2.90%, as applicable, for the respective borrowings under our Secured Financing Facilities as of the applicable date.
- (2) The weighted average remaining maturity of our Master Repurchase Facilities is determined using the earlier of the underlying loan investment maturity date and the respective repurchase agreement maturity date. The weighted average remaining maturity of the BMO Facility is determined using the underlying loan investment maturity date.

As of September 30, 2024, we were in compliance with the covenants and other terms of the agreements that govern our Secured Financing Facilities.

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As of September 30, 2024, our outstanding borrowings under our Secured Financing Facilities had the following remaining maturities:

Year	Principal Payments on Secured Financing Facilities
2024	\$ 84,749
2025	227,783
2026	48,714
2027 and thereafter	16,088
	<u>\$ 377,334</u>

In September 2024, we amended our amended and restated master repurchase agreement with Citibank, or the Citibank Master Repurchase Agreement. The amendment to the amended and restated Citibank Master Repurchase Agreement made certain changes to the agreement and related fee letter, including extending the stated maturity date to September 27, 2026.

In October 2024, we amended our master repurchase and securities contract with Wells Fargo, or the Wells Fargo Master Repurchase Agreement. The amendment to the Wells Fargo Master Repurchase Agreement made certain changes to the agreement and related fee letter, including extending the stated maturity date to March 11, 2026.

Based upon the performance and payment history of our commercial mortgage loans, along with our ability to obtain financing under repurchase agreements and success in extending certain of our existing Master Repurchase Agreements, we believe it is probable that we will extend our Master Repurchase Facilities prior to their maturities.

Note 6. Fair Value Measurements

The carrying values of cash and cash equivalents and accounts payable approximate their fair values due to the short term nature of these financial instruments.

We estimate the fair values of our loans held for investment and outstanding principal balances under our Secured Financing Facilities by using Level III inputs, including discounted cash flow analyses and currently prevailing market terms as of the measurement date. See our 2023 Annual Report for further information regarding the fair value of financial instruments.

The table below provides information regarding financial assets and liabilities not carried at fair value in our condensed consolidated balance sheets:

	September 30, 2024		December 31, 2023	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets				
Loans held for investment	\$ 549,944	\$ 551,645	\$ 622,086	\$ 626,079
Financial liabilities				
Secured Financing Facilities	\$ 375,928	\$ 376,621	\$ 454,422	\$ 454,620

There were no transfers of financial assets or liabilities within the fair value hierarchy during the nine months ended September 30, 2024.

Note 7. Shareholders' Equity

Common Share Awards

On May 30, 2024, in accordance with our Trustee compensation arrangements, we awarded to each of our six Trustees 4,735 of our common shares, valued at the closing price of our common shares on The Nasdaq Stock Market LLC, or Nasdaq on that day. The aggregate value of common shares awarded was \$360.

On September 11, 2024, we awarded an aggregate of 91,118 of our common shares to our officers and certain other employees of Tremont Realty Capital LLC, or Tremont, and of The RMR Group LLC, or RMR, valued at the closing price of our common shares on Nasdaq that day. The aggregate value of common shares awarded was \$1,236.

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Common Share Purchases

During the nine months ended September 30, 2024, we purchased 24,485 of our common shares from certain current and former officers of RMR in satisfaction of tax withholding and payment obligations in connection with the vesting of awards of our common shares, valued at the closing price of our common shares on Nasdaq on the applicable purchase date. The aggregate value of common shares purchased was \$327.

Distributions

For the nine months ended September 30, 2024, we declared and paid regular quarterly distributions to common shareholders, using cash on hand, as follows:

Record Date	Payment Date	Distribution per Share	Total Distribution
January 22, 2024	February 15, 2024	\$ 0.35	\$ 5,184
April 22, 2024	May 16, 2024	0.35	5,182
July 22, 2024	August 15, 2024	0.35	5,190
		<u>\$ 1.05</u>	<u>\$ 15,556</u>

On October 16, 2024, we declared a quarterly distribution of \$0.35 per common share, or \$5,216, to shareholders of record on October 28, 2024. We expect to pay this distribution on or about November 14, 2024, using cash on hand.

Note 8. Management Agreement with Tremont

We have no employees. The personnel and various services we require to operate our business are provided to us, pursuant to a management agreement with Tremont, which provides for the day to day management of our operations by Tremont, subject to the oversight and direction of our Board of Trustees.

We pay Tremont an annual base management fee payable quarterly (0.375% per quarter) in arrears equal to 1.5% of our “Equity,” as defined under our management agreement. We include these amounts in base management fees in our condensed consolidated statements of operations. Pursuant to the terms of our management agreement, we also pay Tremont management incentive fees, subject to Tremont earning those fees in accordance with the management agreement. We include these amounts in incentive fees in our condensed consolidated statements of operations.

Tremont, and not us, is responsible for the costs of its employees who provide services to us, unless any such payment or reimbursement is specifically approved by a majority of our Independent Trustees, is a shared services cost or relates to awards made under any equity compensation plan adopted by us. We are required to pay or to reimburse Tremont and its affiliates for all other costs and expenses of our operations. Some of these overhead, professional and other services are provided by RMR, pursuant to a shared services agreement between Tremont and RMR. These reimbursements include an allocation of the cost of personnel employed by RMR. These shared services costs are subject to approval by a majority of our Independent Trustees at least annually. We include these amounts in reimbursement of shared services expenses in our condensed consolidated statements of operations. See our 2023 Annual Report for further information regarding our management agreement with Tremont.

Note 9. Related Person Transactions

We have relationships and historical and continuing transactions with Tremont, RMR, The RMR Group Inc., or RMR Inc., and others related to them, including other companies to which RMR or its subsidiaries provide management services and some of which have trustees or officers who are also our Trustees or officers. Tremont is a subsidiary of RMR, which is a majority owned subsidiary of RMR Inc., and RMR Inc. is the managing member of RMR. RMR provides certain shared services to Tremont that are applicable to us, and we reimburse Tremont or pay RMR for the amounts Tremont or RMR pays for those services. One of our Managing Trustees and Chair of our Board of Trustees, Adam D. Portnoy, is the sole trustee, an officer and the controlling shareholder of ABP Trust, which is the controlling shareholder of RMR Inc., and he is also a director of Tremont, the chair of the board of directors, a managing director and the president and chief executive officer of RMR Inc., and an officer and employee of RMR. Matthew P. Jordan, our other Managing Trustee, is a director and the president and chief executive officer of Tremont. Mr. Jordan is also an officer of RMR Inc. and an officer and employee of RMR, and our other officers are officers and employees of Tremont and/or RMR.

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See Note 7 for information relating to the awards of our common shares we made in September 2024 to our officers and certain other employees of Tremont and/or RMR and common shares we purchased from certain of our current and former officers and current and former officers and employees of Tremont and/or RMR in satisfaction of tax withholding and payment obligations in connection with the vesting of awards of our common shares. We include amounts recognized as expense for awards of our common shares to our officers and employees of Tremont and/or RMR in general and administrative expenses in our condensed consolidated statements of operations.

Our Independent Trustees also serve as independent trustees of other public companies to which RMR or its subsidiaries provide management services. Adam D. Portnoy serves as the chair of the board and as a managing trustee of those companies and other officers of RMR, including Mr. Jordan and certain of our other officers and officers of Tremont serve as managing trustees or officers of certain of these companies.

Our Manager, Tremont Realty Capital LLC. Tremont provides management services to us pursuant to our management agreement. See Note 8 for further information regarding our management agreement. As of September 30, 2024, Tremont owned 1,708,058 of our common shares, and Mr. Portnoy beneficially owned (including through Tremont and ABP Trust) 13.5% of our outstanding common shares.

Property Management Agreement with RMR. We entered into a property management agreement with RMR in July 2023 with respect to real estate owned in Yardley, PA. Pursuant to this agreement, RMR provides property management services and we pay management fees equal to 3.0% of gross collected rents. Also under the terms of this property management agreement, we pay RMR additional fees for construction supervision services equal to 5.0% of the cost of such construction. Either we or RMR may terminate this agreement upon 30 days' prior notice. No termination fee would be payable as a result of terminating the agreement. We recognized property management and construction supervision fees of \$20 and \$51 for the three and nine months ended September 30, 2024, respectively, related to real estate owned.

For further information about these and other such relationships and certain other related person transactions, refer to our 2023 Annual Report.

Note 10. Income Taxes

We have elected to be taxed as a real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended, or the IRC. Accordingly, we generally are not, and will not be, subject to U.S. federal income tax, provided that we meet certain distribution and other requirements. We are subject to certain state and local taxes, certain of which amounts are or will be reported as income taxes in our condensed consolidated statements of operations.

Note 11. Weighted Average Common Shares

We calculate net income per common share - basic using the two class method. We calculate net income per common share - diluted using the more dilutive of the two class or treasury stock method. Unvested share awards are considered participating securities and the related impact on earnings are considered when calculating net income per common share - basic and net income per common share - diluted.

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The calculation of net income per common share - basic and diluted is as follows (amounts in thousands, except per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Numerators:				
Net income	\$ 3,479	\$ 7,473	\$ 12,941	\$ 19,920
Net income attributable to unvested share awards	(40)	(56)	(132)	(161)
Net income used in calculating net income per common share - basic and diluted	<u>\$ 3,439</u>	<u>\$ 7,417</u>	<u>\$ 12,809</u>	<u>\$ 19,759</u>
Denominators:				
Weighted average common shares outstanding - basic and diluted	<u>14,723</u>	<u>14,640</u>	<u>14,697</u>	<u>14,609</u>
Net income per common share - basic and diluted	<u>\$ 0.23</u>	<u>\$ 0.51</u>	<u>\$ 0.87</u>	<u>\$ 1.35</u>

Note 12. Commitments and Contingencies

As of September 30, 2024, we had unfunded loan commitments of \$36,876 related to our loans held for investment that are not reflected in our condensed consolidated balance sheets. These unfunded loan commitments had a weighted average initial maturity of 1.0 years as of September 30, 2024. See Note 3 for further information related to our loans held for investment.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with our condensed consolidated financial statements and accompanying notes included elsewhere in this Quarterly Report on Form 10-Q and in our 2023 Annual Report.

OVERVIEW (dollars in thousands, except share data)

We are a Maryland REIT. Our business strategy is focused on originating and investing in floating rate first mortgage loans that range from \$15,000 to \$75,000, secured by middle market and transitional CRE properties that have values up to \$100,000. We define transitional CRE as commercial properties subject to redevelopment or repositioning activities that are expected to increase the value of the properties.

Tremont is registered with the Securities and Exchange Commission, or SEC, as an investment adviser under the Investment Advisers Act of 1940, as amended. We believe that Tremont provides us with significant experience and expertise in investing in middle market and transitional CRE.

We operate our business in a manner that is consistent with our qualification for taxation as a REIT under the IRC. As such, we generally are not subject to U.S. federal income tax, provided that we meet certain distribution and other requirements. We also operate our business in a manner that permits us to maintain our exemption from registration under the Investment Company Act of 1940, as amended, or the 1940 Act.

Factors Affecting Operating Results

Our results of operations are impacted by a number of factors and primarily depend on the interest income from our investments and the financing and other costs associated with our business. Our operating results are also impacted by general CRE market conditions and unanticipated defaults by our borrowers. For further information regarding the risks associated with our loan portfolio, see Note 3 to the Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1 and elsewhere in this Management Discussion and Analysis of Financial Condition and Results of Operations of this Quarterly Report on Form 10-Q and Part I, Item 1A, "Risk Factors" of our 2023 Annual Report.

Credit Risk. We are subject to the credit risk of our borrowers in connection with our investments. We seek to mitigate this risk by utilizing a comprehensive underwriting, diligence and investment selection process and by ongoing monitoring of our investments. Nevertheless, unanticipated credit losses could occur that may adversely impact our operating results.

Changes in Fair Value of our Assets. We generally intend to hold our investments for their contractual terms, unless repaid earlier by the borrowers. We evaluate the credit quality of each of our loans at least quarterly. If a loan is determined to be collateral dependent (because the repayment of the loan is expected to be provided substantially through the operation or sale of the underlying collateral property) and the borrower is experiencing financial difficulties, but foreclosure is not probable, we will record an allowance for credit losses by comparing the collateral's fair value to the amortized cost basis of the loan. For collateral-dependent loans for which foreclosure is probable, the related allowance for credit losses is determined using the fair value of the collateral compared to the loan's amortized cost.

Availability of Leverage and Equity. We use leverage to make additional investments that may increase our returns. We may not be able to obtain the expected amount of leverage we desire or its cost may exceed our expectation and, consequently, the returns generated from our investments may be reduced. Our ability to further grow our loan portfolio over time will depend, to a significant degree, upon our ability to obtain additional capital. However, our access to additional capital depends on many factors including the price at which our common shares trade relative to their book value and market lending conditions. See "—Market Conditions" below.

Market Conditions. Heading into 2024, CRE investors seemed cautiously optimistic that inflation had peaked, that the U.S. economy was likely headed for a "soft-landing" and that the Federal Open Market Committee of the U.S. Federal Reserve, or the FOMC, was poised to reduce the federal funds rate by 125 to 150 basis points through a series of rate cuts in 2024. With the anticipation of lower interest rates in the future, investors delayed sale or refinancing decisions, which resulted in tepid CRE investment and transaction volume during the third quarter of 2024. In September 2024, citing progress toward its 2% inflation target, the FOMC lowered the targeted federal funds rate by 50 basis points, to a range of 4.75% to 5.00%, the first reduction since March 2020. This first rate cut in over four years by the FOMC provided CRE owners relief from the recent high borrowing costs and uncertainty regarding the timing and magnitude of future rate cuts.

The September federal funds rate cut and updated projections by the FOMC for future rate cuts has provided CRE investors a renewed sense of optimism that both financing and investment sale transaction activity will accelerate in the fourth quarter of 2024 and into 2025. With additional clarity on the intentions of the FOMC and the direction of future interest rates, CRE owners are better positioned to make sale or refinance decisions and opt between floating or fixed rate financing options. CRE owners are also now more likely to qualify for new financing, instead of having to sell properties at distressed prices, to repay debt. Borrowers with well performing cash flowing properties will continue to benefit from numerous financing options.

The CMBS financing market, a key provider of debt liquidity to the CRE industry, has seen increased activity through the first half of 2024. Strong demand from bond buyers has allowed borrowers to take advantage of tightening credit spreads for 10-year and 5-year loans, the latter of which has become more popular among bond investors and borrowers. Life insurance companies continue to expand their product offerings to borrowers, with low leverage, fixed rate term debt for stabilized assets as well as floating rate capital for more transitional properties, which were once reserved for banks and alternative lenders, like us. The banking sector continues to be impacted by legacy CRE exposure and increased capital charges imposed by regulators but have become more active of late, primary for new loans to strategic, long-term clients. Agency lenders, Fannie-Mae and Freddie-Mac continue to be active lenders in the market; however, they are facing increased competition from CMBS/conduit providers, life-insurance companies and alternative lenders, like us. Overall, the debt capital markets remain liquid, and lenders continue to compete for quality financing opportunities.

Although CRE investors feel that the risk of a prolonged period of elevated interest rates is largely over, other challenges remain ahead. Special servicing rates for CMBS and CRE-CLO financed loans continue to increase and lenders have become more willing to foreclose on borrowers unable to support underperforming properties. Furthermore, certain segments of the CRE industry continue to experience a deterioration in operating fundamentals. The U.S. office market continues to suffer from the post pandemic shift in work habits and weak demand for office space. Retail assets, particularly needs based and grocery anchored retail, have benefited from a strong consumer and employment market, but recent reports of declining retail sales and weakening consumer demand may eventually have an impact on the performance of retail assets. The industrial sector remains a preferred asset class among lenders and investors, but oversupply in certain markets and more measured corporate demand have impacted the pace of rent growth. The lack of affordable housing in the United States and the rent versus own dynamic continue to favor the apartment sector. Oversupply in certain markets, however, has caused a slowdown, and in some markets a decline, in rent growth. For most markets, it is expected that the imbalance between supply and demand will be short lived and once they reach equilibrium, rent growth will return.

Over \$2 trillion in CRE debt is scheduled to mature over the next two years. These maturities, coupled with a lower and more stabilized interest rate environment, are likely to provide investors with greater investment opportunities which will spur lending activity. Looking forward, geopolitical uncertainty and the impact of the U.S. presidential election may pose additional risks to the CRE industry, however, we believe that the CRE lending market remains well positioned to handle these challenges.

Changes in Interest Rates. With respect to our business operations, increases in interest rates, in general, may cause: (a) the coupon rates on our variable rate investments to reset, perhaps on a delayed basis, to higher rates; (b) it to become more difficult and costly for our borrowers, which may negatively impact their ability to repay our investments; and (c) the interest expense associated with our variable rate borrowings to increase.

Conversely, decreases in interest rates, in general, may cause: (a) the coupon rates on our variable rate investments to reset, perhaps on a delayed basis, to lower rates; (b) it to become easier and more affordable for our borrowers to refinance, and as a result, repay our loans, but may negatively impact our future returns if any such repayment proceeds were to be reinvested in lower yielding investments; and (c) the interest expense associated with our variable rate borrowings to decrease. See "—Market Conditions" above for a discussion of the current market including interest rates.

The interest income on our loans and interest expense on our borrowings float with benchmark rates, such as SOFR. Because we generally intend to leverage approximately 75% of the amount of our investments, as benchmark rates increase above the floors of our loans, our income from investments, net of interest and related expenses, will increase. Decreases in benchmark rates are mitigated by interest rate floor provisions in all but one of our loan agreements with borrowers, ranging from 0.10% to 5.20%; therefore, changes to income from investments, net, may not move proportionately with the increase or decrease in benchmark rates. As of September 30, 2024, SOFR was 4.85%, and as a result, one of our loan investments currently has an active interest rate floor.

Size of Portfolio. The size of our loan portfolio, as measured both by the aggregate principal balance and the number of our CRE loans and our other investments, is also an important factor in determining our operating results. Generally, if the size of our loan portfolio grows, the amount of interest income we receive would increase and we may achieve certain economies of scale and diversify risk within our loan portfolio. A larger portfolio, however, may result in increased expenses; for example, we may incur additional interest expense or other costs to finance our investments. Also, if the aggregate principal balance of our loan portfolio grows but the number of our loans or the number of our borrowers does not grow, we could face increased risk by reason of the concentration of our investments.

Prepayment Risk. We are subject to risk that our loan investments will be repaid at an earlier date than anticipated, which may reduce the returns realized on those loans as less interest income may be received over time. Additionally, we may not be able to reinvest the principal repaid at a similar or higher yield of the original loan investment. We seek to limit this risk by structuring our loan agreements with fees required to be paid to us upon prepayment of a loan within a specified period of time before the loan's maturity; however, unanticipated prepayments could negatively impact our operating results.

Non-GAAP Financial Measures

We present Distributable Earnings, Distributable Earnings per common share and Adjusted Book Value per common share, which are considered “non-GAAP financial measures” within the meaning of the applicable SEC rules. These non-GAAP financial measures do not represent net income, net income per common share or cash generated from operating activities and should not be considered as alternatives to net income or net income per common share determined in accordance with GAAP or as an indication of our cash flows from operations determined in accordance with GAAP, a measure of our liquidity or operating performance or an indication of funds available for our cash needs. In addition, our methodologies for calculating these non-GAAP financial measures may differ from the methodologies employed by other companies to calculate the same or similar supplemental performance measures; therefore, our reported Distributable Earnings and Distributable Earnings per common share may not be comparable to distributable earnings and distributable earnings per common share as reported by other companies.

We believe that Adjusted Book Value per common share is a meaningful measure of our capital adequacy because it excludes the impact of certain non-cash estimates or adjustments, including the unaccreted purchase discount resulting from the excess of the fair value of the loans Tremont Mortgage Trust, or TRMT, then held for investment and that we acquired as a result of our merger with TRMT on September 30, 2021, or the Merger, over the consideration we paid in the Merger and our allowance for credit losses for our loan portfolio and unfunded loan commitments. Adjusted Book Value per common share does not represent book value per common share or alternative measures determined in accordance with GAAP. Our methodology for calculating Adjusted Book Value per common share may differ from the methodologies employed by other companies to calculate the same or similar supplemental capital adequacy measures; therefore, our Adjusted Book Value per common share may not be comparable to the adjusted book value per common share reported by other companies.

In order to maintain our qualification for taxation as a REIT, we are generally required to distribute substantially all of our taxable income, subject to certain adjustments, to our shareholders. We believe that one of the factors that investors consider important in deciding whether to buy or sell securities of a REIT is its distribution rate. Over time, Distributable Earnings and Distributable Earnings per common share may be useful indicators of distributions to our shareholders and are measures that are considered by our Board of Trustees when determining the amount of distributions. We believe that Distributable Earnings and Distributable Earnings per common share provide meaningful information to consider in addition to net income, net income per common share and cash flows from operating activities determined in accordance with GAAP. These measures help us to evaluate our performance excluding the effects of certain transactions and GAAP adjustments that we believe are not necessarily indicative of our current loan portfolio and operations. In addition, Distributable Earnings, excluding incentive fees, is used in determining the amount of base management and management incentive fees payable by us to Tremont under our management agreement.

Distributable Earnings

We calculate Distributable Earnings and Distributable Earnings per common share as net income and net income per common share, respectively, computed in accordance with GAAP, including realized losses not otherwise included in net income determined in accordance with GAAP, and excluding: (a) depreciation and amortization of real estate owned and related intangible assets, if any; (b) non-cash equity compensation expense; (c) unrealized gains, losses and other similar non-cash items that are included in net income for the period of the calculation (regardless of whether such items are included in or deducted from net income or in other comprehensive income under GAAP), if any; and (d) one-time events pursuant to changes in GAAP and certain non-cash items, if any. Distributable Earnings are reduced for realized losses on loan investments when amounts are deemed uncollectable. This is generally at the time a loan is repaid, or in the case of foreclosure, when the real estate assets are acquired, but may also be when, in our determination, it is nearly certain that all amounts due will not be collected. The realized loss amount reflected in Distributable Earnings will equal the difference between the cash or fair value of the assets received or expected to be received and the carrying value of the loan.

Adjusted Book Value per Common Share

The table below calculates our book value per common share:

	September 30, 2024	December 31, 2023
Shareholders' equity	\$ 269,506	\$ 271,248
Total outstanding common shares	14,906	14,811
Book value per common share	18.08	18.31
Unaccreted purchase discount per common share ⁽¹⁾	—	0.16
Allowance for credit losses per common share ⁽²⁾	0.63	0.40
Adjusted Book Value per common share	\$ 18.71	\$ 18.87

- (1) Excludes the impact of the unaccreted purchase discount resulting from the excess of the fair value of the loans TRMT then held for investment and that we acquired as a result of the Merger over the consideration we paid in the Merger. The purchase discount of \$36,443 was allocated to each acquired loan and was accreted into income over the remaining term of the respective loan. As of September 30, 2024, the purchase discount was fully accreted. As of December 31, 2023, the unaccreted purchase discount was \$2,347.
- (2) Excludes the impact of our allowance for credit losses. As of September 30, 2024 and December 31, 2023, our allowance for credit losses for our loan portfolio and unfunded loan commitments was \$9,358 and \$5,828, respectively.

Our Loan Portfolio

The table below details overall statistics for our loan portfolio as of September 30, 2024 and December 31, 2023:

	As of September 30, 2024	As of December 31, 2023
Number of loans	20	24
Total loan commitments	\$ 594,421	\$ 670,293
Unfunded loan commitments ⁽¹⁾	\$ 36,876	\$ 40,401
Principal balance	\$ 557,545	\$ 629,892
Carrying value	\$ 549,944	\$ 622,086
Weighted average coupon rate	8.89%	9.19%
Weighted average all in yield ⁽²⁾	9.27%	9.64%
Weighted average floor	1.73%	1.36%
Weighted average maximum maturity (years) ⁽³⁾	2.5	3.0
Weighted average risk rating	3.1	3.0
Weighted average LTV ⁽⁴⁾	68%	68%

- (1) Unfunded loan commitments are primarily used to finance property improvements and leasing capital, and are generally funded over the term of the loan.
- (2) All in yield represents the yield on a loan, including amortization of deferred fees over the initial term of the loan and excluding any purchase discount accretion.
- (3) Maximum maturity assumes all borrower loan extension options have been exercised, which options are subject to the borrower meeting certain conditions.
- (4) LTV represents the initial loan amount divided by the underwritten in-place value of the underlying collateral at closing.

Loan Portfolio Details

The table below details our loan portfolio as of September 30, 2024:

#	Location	Property Type	Origination Date	Committed Principal Amount	Principal Balance	Coupon Rate	All in Yield ⁽¹⁾	Maximum Maturity (date) ⁽²⁾	LTV ⁽³⁾	Risk Rating
First mortgage loans										
1	Olmsted Falls, OH	Multifamily	01/28/2021	\$ 54,575	\$ 46,083	S + 4.00%	S + 4.33%	01/28/2026	63%	3
2	Dallas, TX	Office	08/25/2021	46,811	43,511	S + 3.25%	S + 3.27%	08/25/2026	72%	4
3	Passaic, NJ	Industrial	09/08/2022	47,000	41,711	S + 3.85%	S + 4.24%	09/08/2027	69%	3
4	Brandywine, MD	Retail	03/29/2022	42,500	42,200	S + 3.85%	S + 4.27%	03/29/2027	62%	3
5	Starkville, MS	Multifamily	03/22/2022	37,250	37,250	S + 4.00%	S + 4.33%	03/22/2027	70%	2
6	Farmington Hills, MI	Multifamily	05/24/2022	30,520	29,345	S + 3.15%	S + 3.52%	05/24/2027	75%	3
7	Downers Grove, IL	Office	09/25/2020	30,000	29,500	S + 4.25%	S + 4.64%	11/25/2024	67%	4
8	Anaheim, CA	Hotel	11/29/2023	29,000	29,000	S + 4.00%	S + 4.57%	11/29/2028	55%	2
9	Las Vegas, NV	Multifamily	06/10/2022	28,950	25,333	S + 3.30%	S + 4.08%	06/10/2027	60%	3
10	Fountain Inn, SC	Industrial	07/13/2023	27,500	24,300	S + 4.25%	S + 4.85%	07/13/2026	76%	3
11	Plano, TX	Office	07/01/2021	27,385	26,569	S + 3.75%	S + 3.76%	07/01/2026	78%	4
12	Fayetteville, GA	Industrial	10/06/2023	25,250	25,250	S + 3.35%	S + 3.73%	10/06/2028	55%	3
13	Carlsbad, CA ⁽⁴⁾	Office	10/27/2021	24,750	24,417	S + 3.25%	S + 3.58%	10/27/2026	78%	4
14	Fontana, CA	Industrial	11/18/2022	24,355	22,000	S + 3.75%	S + 4.29%	11/18/2026	72%	3
15	Los Angeles, CA	Industrial	06/28/2024	23,800	21,630	S + 3.40%	S + 3.84%	06/28/2029	58%	3
16	Downers Grove, IL	Office	12/09/2021	23,530	23,530	S + 4.25%	S + 4.57%	12/09/2026	72%	3
17	Bellevue, WA	Office	11/05/2021	21,000	20,000	S + 3.85%	S + 4.19%	11/05/2026	68%	4
18	Newport News, VA	Multifamily	04/25/2024	17,757	14,629	S + 3.15%	S + 3.89%	04/25/2029	71%	3
19	Sandy Springs, GA	Retail	09/23/2021	16,488	15,287	S + 3.75%	S + 4.06%	09/23/2026	72%	2
20	Lake Mary, FL	Hotel	09/06/2024	16,000	16,000	S + 4.00%	S + 4.42%	09/06/2029	68%	3
Total/weighted average				<u>\$ 594,421</u>	<u>\$ 557,545</u>	<u>S + 3.74%</u>	<u>S + 4.12%</u>		<u>68%</u>	<u>3.1</u>

- (1) All in yield represents the yield on a loan, including amortization of deferred fees over the initial term of the loan and excluding any purchase discount accretion.
- (2) Maximum maturity assumes all borrower loan extension options have been exercised, which options are subject to the borrower meeting certain conditions.
- (3) LTV represents the initial loan amount divided by the underwritten in-place value of the underlying collateral at closing.
- (4) In October 2024, the maturity of this loan was extended to January 27, 2025.

As of September 30, 2024, we had \$594,421 in aggregate loan commitments, consisting of a diverse portfolio, geographically and by property type, of 20 first mortgage loans. As of September 30, 2024, we had five loans representing approximately 26% of the amortized cost of our loan portfolio with a loan risk rating of “4” or “higher risk”.

In August 2024, we amended the agreement governing our loan secured by an office property in Dallas, TX. As part of this amendment, the loan commitment was reduced by \$3,189, the borrower was required to contribute \$2,900 to cash reserves and the maturity date was extended by two years to August 25, 2026. As of September 30, 2024, this loan had an amortized cost of \$43,511 and a risk rating of 4.

In August 2024, we amended the agreement governing our loan secured by an office property in Plano, TX. As part of this amendment, the coupon rate was reduced from SOFR + 4.75% to SOFR + 3.75% and the maturity date was extended by two years to July 1, 2026. As of September 30, 2024, this loan had an amortized cost of \$26,634 and a risk rating of 4.

All of the loans in our portfolio are structured with risk mitigation mechanisms, such as cash flow sweeps or interest reserves, to help protect us against investment losses. In addition, we actively engage with our borrowers regarding their execution of the business plans for the underlying collateral, among other things.

As of September 30, 2024 and October 24, 2024, all of our borrowers had paid their debt service obligations owed and due to us.

We did not have any outstanding past due loans or nonaccrual loans as of September 30, 2024. However, our borrowers' businesses, operations and liquidity may be materially adversely impacted by current inflationary pressures, interest rate fluctuations, supply chain issues or a prolonged economic slowdown or recession could amplify those negative impacts. As a result, they may become unable to pay their debt service obligations owed and due to us, which may result in an increased allowance for credit losses and/or recognition of income on a nonaccrual basis. For further information regarding our loan portfolio and risk rating policy, see Note 3 to our Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1, "—Factors Affecting our Operating Results" and "Warning Concerning Forward-Looking Statements" elsewhere in this Quarterly Report on Form 10-Q and the risk factors identified in Part I, Item 1A, "Risk Factors", of our 2023 Annual Report.

Financing Activities

The table below is an overview of our Secured Financing Facilities as of September 30, 2024:

Facility	Maturity Date	Principal Balance	Unused Capacity	Maximum Facility Size	Collateral Principal Balance
Citibank Master Repurchase Facility	09/27/2026	\$ 59,714	\$ 155,286	\$ 215,000	\$ 103,390
UBS Master Repurchase Facility	02/18/2025	146,339	58,661	205,000	205,204
BMO Facility	Various	103,855	46,145	150,000	142,827
Wells Fargo Master Repurchase Facility	03/11/2025	67,426	57,574	125,000	90,124
Total		<u>\$ 377,334</u>	<u>\$ 317,666</u>	<u>\$ 695,000</u>	<u>\$ 541,545</u>

The table below details our Secured Financing Facilities activities during the three months ended September 30, 2024:

	Carrying Value
Balance at June 30, 2024	\$ 417,939
Borrowings	16,086
Repayments	(57,741)
Deferred fees	(747)
Amortization of deferred fees	391
Balance at September 30, 2024	<u>\$ 375,928</u>

The table below details our Secured Financing Facilities activities during the nine months ended September 30, 2024:

	Carrying Value
Balance at December 31, 2023	\$ 454,422
Borrowings	26,283
Repayments	(104,765)
Deferred fees	(1,102)
Amortization of deferred fees	1,090
Balance at September 30, 2024	<u>\$ 375,928</u>

As of September 30, 2024, outstanding advancements under our Secured Financing Facilities had a weighted average interest rate of 7.25% per annum, excluding associated fees and expenses. As of September 30, 2024 and October 24, 2024, we had a \$377,334 aggregate outstanding principal balance under our Secured Financing Facilities.

As of September 30, 2024, we were in compliance with all covenants and other terms under our Secured Financing Facilities.

In September 2024, we amended our amended and restated master repurchase agreement with Citibank, or the Citibank Master Repurchase Agreement. The amendment to the amended and restated Citibank Master Repurchase Agreement made certain changes to the agreement and related fee letter, including extending the stated maturity date to September 27, 2026.

In October 2024, we amended our master repurchase and securities contract with Wells Fargo, or the Wells Fargo Master Repurchase Agreement. The amendment to the Wells Fargo Master Repurchase Agreement made certain changes to the agreement and related fee letter, including extending the stated maturity date to March 11, 2026.

For further information regarding our Secured Financing Facilities, see Note 5 to our Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

RESULTS OF OPERATIONS (amounts in thousands, except per share data)

Three Months Ended September 30, 2024 Compared to Three Months Ended June 30, 2024:

	Three Months Ended			
	September 30, 2024	June 30, 2024	Change	% Change
INCOME FROM INVESTMENTS:				
Interest and related income	\$ 15,741	\$ 16,415	\$ (674)	(4.1%)
Purchase discount accretion	420	782	(362)	(46.3%)
Less: interest and related expenses	(7,875)	(8,385)	510	(6.1%)
Income from loan investments, net	8,286	8,812	(526)	(6.0%)
Revenue from real estate owned	571	568	3	0.5%
Total revenue	8,857	9,380	(523)	(5.6%)
OTHER EXPENSES:				
Base management fees	1,083	1,082	1	0.1%
Incentive fees	486	370	116	31.4%
General and administrative expenses	1,011	1,081	(70)	(6.5%)
Reimbursement of shared services expenses	635	691	(56)	(8.1%)
Provision for credit losses	1,518	1,315	203	15.4%
Expenses from real estate owned	634	599	35	5.8%
Total other expenses	5,367	5,138	229	4.5%
Income before income taxes	3,490	4,242	(752)	(17.7%)
Income tax expense	(11)	(13)	2	(15.4%)
Net income	\$ 3,479	\$ 4,229	\$ (750)	(17.7%)
Weighted average common shares outstanding - basic and diluted				
	14,723	14,691	32	0.2%
Net income per common share - basic and diluted	\$ 0.23	\$ 0.28	\$ (0.05)	(17.9%)

Interest and related income. The decrease in interest and related income was primarily the result of a lower average outstanding principal balance for our loan investment portfolio as a result of loan repayments and a prepayment premium received during the three months ended June 30, 2024. The weighted average aggregate principal balance of our loan investments was approximately \$581,000 for the three months ended September 30, 2024 as compared to approximately \$601,000 for the three months ended June 30, 2024.

Purchase discount accretion. The decrease in purchase discount accretion was primarily due to the purchase discount recorded as part of the Merger becoming fully accreted during the three months ended September 30, 2024.

Interest and related expenses. The decrease in interest and related expenses was primarily the result of lower outstanding principal balances under our Secured Financing Facilities as a result of loan repayments during the three months ended September 30, 2024. The weighted average principal balance was approximately \$393,000 for the three months ended September 30, 2024 as compared to approximately \$422,000 for the three months ended June 30, 2024.

Revenue from real estate owned. Revenue from real estate owned represents revenue from the operations of an office property located in Yardley, PA that was transferred to real estate owned through a deed in lieu of foreclosure in June 2023.

Incentive fees. We recognize management incentive fees payable to Tremont in accordance with our management agreement. The increase in management incentive fees was due to higher "core earnings," as defined in our management agreement, for the three months ended September 30, 2024 as compared to the three months ended June 30, 2024.

General and administrative expenses. The decrease in general and administrative expenses was primarily due to a decrease in share based compensation resulting from shares awarded to our Trustees during the three months ended June 30, 2024.

Reimbursement of shared services expenses. Reimbursement of shared services expenses represents reimbursement of the costs for the services that Tremont arranges on our behalf from RMR. The decrease in reimbursement of shared services expenses was primarily the result of an adjustment to our estimate of costs for the usage of shared services from RMR during the three months ended September 30, 2024.

Provision for credit losses. The provision for credit losses represents the increase in the allowance for credit losses on our loan portfolio and unfunded commitments. The increase in the allowance for credit losses during the three months ended September 30, 2024 was primarily attributable to declining values for CRE and unfavorable CRE pricing forecasts used in our CECL model and increased provisions for our office loans.

Expenses from real estate owned. Expenses from real estate owned represent expenses from the operations of an office property located in Yardley, PA that was transferred to real estate owned through a deed in lieu of foreclosure in June 2023. The increase in expenses from real estate owned was primarily due to increases in maintenance expenses.

Income tax expense. Income tax expense represents income taxes paid or payable by us in certain jurisdictions where we are subject to state income taxes.

Net income. The decrease in net income was due to the changes noted above.

Nine Months Ended September 30, 2024 Compared to Nine Months Ended September 30, 2023:

	Nine Months Ended September 30,			
	2024	2023	Change	% Change
INCOME FROM INVESTMENTS:				
Interest and related income	\$ 48,467	\$ 48,814	\$ (347)	(0.7%)
Purchase discount accretion	2,347	3,307	(960)	(29.0%)
Less: interest and related expenses	(24,933)	(24,600)	(333)	1.4%
Income from loan investments, net	25,881	27,521	(1,640)	(6.0%)
Revenue from real estate owned	1,718	714	1,004	140.6%
Total revenue	27,599	28,235	(636)	(2.3%)
OTHER EXPENSES:				
Base management fees	3,245	3,223	22	0.7%
Incentive fees	906	661	245	37.1%
General and administrative expenses	3,055	3,018	37	1.2%
Reimbursement of shared services expenses	2,017	1,913	104	5.4%
Provision for (reversal of) credit losses	3,530	(1,299)	4,829	(371.7%)
Expenses from real estate owned	1,878	734	1,144	155.9%
Total other expenses	14,631	8,250	6,381	77.3%
Income before income taxes	12,968	19,985	(7,017)	(35.1%)
Income tax expense	(27)	(65)	38	(58.5%)
Net income	<u>\$ 12,941</u>	<u>\$ 19,920</u>	<u>\$ (6,979)</u>	<u>(35.0%)</u>
Weighted average common shares outstanding - basic and diluted	<u>14,697</u>	<u>14,609</u>	<u>88</u>	<u>0.6%</u>
Net income per common share - basic and diluted	<u>\$ 0.87</u>	<u>\$ 1.35</u>	<u>\$ (0.48)</u>	<u>(35.6%)</u>

Interest and related income. The decrease in interest and related income was primarily the result of lower outstanding principal balances under our loan investment portfolio. The weighted average principal balance was approximately \$598,000 for the nine months ended September 30, 2024 as compared to approximately \$646,000 for the nine months ended September 30, 2023.

Purchase discount accretion. The decrease in purchase discount accretion was primarily due to the purchase discount recorded as part of the Merger becoming fully accreted during the nine months ended September 30, 2024.

Interest and related expenses. The increase in interest and related expenses was primarily the result of higher benchmark interest rates and higher spreads on advances under our Secured Financing Facilities, partially offset by lower outstanding principal balances under our Secured Financing Facilities during the nine months ended September 30, 2024. The weighted average principal balance was approximately \$418,000 for the nine months ended September 30, 2024 as compared to approximately \$447,000 for the nine months ended September 30, 2023.

Revenue from real estate owned. Revenue from real estate owned represents revenue from the operations of an office property located in Yardley, PA that was transferred to real estate owned through a deed in lieu of foreclosure in June 2023.

Incentive fees. We recognize management incentive fees payable to Tremont in accordance with our management agreement. The increase in management incentive fees was due to higher "core earnings," as defined in our management agreement, for the nine months ended September 30, 2024 as compared to the nine months ended September 30, 2023.

General and administrative expenses. The increase in general and administrative expenses was primarily due to an increase in share based compensation, partially offset by decreases in professional fees during the nine months ended September 30, 2024 as compared to the nine months ended September 30, 2023.

Reimbursement of shared services expenses. Reimbursement of shared services expenses represents reimbursement of the costs for the services that Tremont arranges on our behalf from RMR. The increase in reimbursement of shared services expenses was primarily the result of higher usage of shared services from RMR during the nine months ended September 30, 2024.

Provision for (reversal of) credit losses. The provision for (reversal of) credit losses represents the increase in the allowance for credit losses on our loan portfolio and unfunded commitments. The increase in the allowance for credit losses during the nine months ended September 30, 2024 was primarily attributable to declining values for CRE and unfavorable CRE pricing forecasts used in our CECL model and increased provisions for our office loans.

Expenses from real estate owned. Expenses from real estate owned represent expenses from the operations of an office property located in Yardley, PA that was transferred to real estate owned through a deed in lieu of foreclosure in June 2023.

Income tax expense. Income tax expense represents income taxes paid or payable by us in certain jurisdictions where we are subject to state income taxes.

Net income. The decrease in net income was due to the changes noted above.

Reconciliation of Net Income to Distributable Earnings

The table below demonstrates how we calculate Distributable Earnings and Distributable Earnings per common share, which are non-GAAP measures, and provides a reconciliation of these non-GAAP measures to net income:

	Three Months Ended		Nine Months Ended	
	September 30, 2024	June 30, 2024	September 30, 2024	September 30, 2023
Net income	\$ 3,479	\$ 4,229	\$ 12,941	\$ 19,920
Non-cash equity compensation expense	367	497	1,200	970
Non-cash accretion of purchase discount	(420)	(782)	(2,347)	(3,307)
Provision for credit losses	1,518	1,315	3,530	(1,299)
Depreciation and amortization of real estate owned	307	305	969	305
Exit fees collected on loans acquired in Merger ⁽¹⁾	34	—	124	—
Distributable Earnings	<u>\$ 5,285</u>	<u>\$ 5,564</u>	<u>\$ 16,417</u>	<u>\$ 16,589</u>
Weighted average common shares outstanding - basic and diluted	<u>14,723</u>	<u>14,691</u>	<u>14,697</u>	<u>14,609</u>
Net income per common share - basic and diluted	<u>\$ 0.23</u>	<u>\$ 0.28</u>	<u>\$ 0.87</u>	<u>\$ 1.35</u>
Distributable Earnings per common share - basic and diluted	<u>\$ 0.36</u>	<u>\$ 0.38</u>	<u>\$ 1.12</u>	<u>\$ 1.14</u>

- (1) Exit fees collected on loans acquired in the Merger represent fees collected upon repayment of loans for which no income has previously been recognized in Distributable Earnings. In accordance with GAAP, exit fees payable with respect to loans acquired in the Merger were accreted as a component of the purchase discount and were excluded from Distributable Earnings as a non-cash item. Accordingly, these exit fees have been recognized in Distributable Earnings upon collection.

LIQUIDITY AND CAPITAL RESOURCES (dollars in thousands, except per share data)

Liquidity is a measure of our ability to meet potential cash requirements, including ongoing commitments to fund our lending commitments, repay or meet margin calls resulting from our borrowings, if any, fund and maintain our assets and operations, make distributions to our shareholders and fund other business operating requirements. Our sources of cash flows include cash on hand, payments of principal, interest and fees we receive on our investments, other cash we may generate from our business and operations, any unused borrowing capacity, including under our Secured Financing Facilities or other repurchase agreements or financing arrangements we may obtain, which may also include bank loans or public or private issuances of debt or equity securities, and proceeds from any sale of real estate owned. We believe that these sources of funds will be sufficient to meet our operating and capital expenses, pay our debt service obligations owed and make any distributions to our shareholders for the next 12 months and for the foreseeable future. For further information regarding the risks associated with our loan portfolio, see Note 3 to our Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1 and elsewhere in this Management Discussion and Analysis of Financial Condition and Results of Operations of this Quarterly Report on Form 10-Q and Part I, Item 1A, "Risk Factors" of our 2023 Annual Report.

Pursuant to the terms of our Citibank Master Repurchase Facility, our UBS Master Repurchase Facility and Wells Fargo Master Repurchase Facility, we may sell to, and later repurchase from, UBS, Citibank and Wells Fargo, the purchased assets related to the applicable facility. The initial purchase price paid by UBS of each purchased asset is up to 80% of the lesser of the market value of the purchased asset or the unpaid principal balance of such purchased asset, subject to UBS's approval. The initial purchase price paid by Citibank of each purchased asset is up to 75% of the lesser of the market value of the purchased asset or the unpaid principal balance of such purchased asset, subject to Citibank's approval. The initial purchase price paid by Wells Fargo for each purchased asset is up to 75% or 80%, depending on the property type of the purchased asset's real estate collateral, of the lesser of the market value of the purchased asset or the unpaid principal balance of such purchased asset, and subject to Wells Fargo's approval. Upon the repurchase of a purchased asset, we are required to pay UBS, Citibank or Wells Fargo, as applicable, the outstanding purchase price of the purchased asset, accrued interest and all accrued and unpaid expenses of UBS, Citibank or Wells Fargo, as applicable, relating to such purchased asset.

The interest rates related to our Citibank, UBS and Wells Fargo purchased assets are calculated at SOFR plus a premium within a fixed range, determined by the debt yield and property type of the purchased asset's real estate collateral. Citibank has the discretion to make advancements at margins higher than 75%, and UBS and Wells Fargo each have discretion to make advancements higher than 80%.

Loans issued under the BMO Facility are coterminous with the corresponding pledged mortgage loan investments, are not subject to margin calls and allow for up to an 80% advance rate, subject to certain loan to cost and LTV limits. Interest on advancements under the BMO Facility are calculated at SOFR plus a premium. Loans issued under the BMO Facility are secured by a security interest and collateral assignment of the underlying loans to our borrowers which are secured by real property underlying such loans. We are required to pay an upfront fee equal to a percentage of the aggregate amount of the facility loan, such percentage to be determined at the time of approval of the separate facility loan agreements with BMO, or the BMO Facility Loan Agreements.

For further information regarding our Secured Financing Facilities, see Note 5 to our Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1, of this Quarterly Report on Form 10-Q.

The table below is a summary of our sources and uses of cash flows for the periods presented:

	Nine Months Ended September 30,	
	2024	2023
Cash and cash equivalents at beginning of period	\$ 87,855	\$ 71,067
Net cash provided by (used in):		
Operating activities	16,269	14,944
Investing activities	73,540	(10,702)
Financing activities	(95,467)	(14,779)
Cash and cash equivalents at end of period	\$ 82,197	\$ 60,530

The increase in cash provided by operating activities for the 2024 period compared to the 2023 period was primarily the result of increased interest income earned on cash balances invested and a prepayment premium received in the 2024 period. The increase in cash provided by investing activities was primarily due to increased loan repayments and decreased loan originations in the 2024 period. The decrease in cash used in financing activities was primarily due to increased repayments and lower proceeds from our Secured Financing Facilities in the 2024 period.

Distributions

During the nine months ended September 30, 2024, we declared and paid regular quarterly distributions to our common shareholders totaling \$15,556, or \$1.05 per common share, using cash on hand.

On October 16, 2024, we declared a regular quarterly distribution of \$0.35 per common share, or \$5,216, to shareholders of record on October 28, 2024. We expect to pay this distribution to our common shareholders on or about November 14, 2024 using cash on hand.

For further information regarding distributions, see Note 7 to our Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

Contractual Obligations and Commitments

Our contractual obligations and commitments as of September 30, 2024 were as follows:

	Payment Due by Period				
	Total	Less than 1 Year	1 - 3 Years	3 - 5 Years	More than 5 years
Unfunded loan commitments ⁽¹⁾	\$ 36,876	\$ 27,462	\$ 9,414	\$ —	\$ —
Principal payments on Secured Financing Facilities ⁽²⁾	377,334	312,532	64,802	—	—
Interest payments on Secured Financing Facilities ⁽³⁾	19,700	14,069	5,631	—	—
Lease related costs ⁽⁴⁾	228	228	—	—	—
	<u>\$ 434,138</u>	<u>\$ 354,291</u>	<u>\$ 79,847</u>	<u>\$ —</u>	<u>\$ —</u>

(1) The allocation of our unfunded loan commitments is based on the current loan maturity date to which the individual commitments relate.

(2) The allocation of outstanding advancements under our Secured Financing Facilities is based on the earlier of the current maturity date of each loan investment with respect to which the individual borrowing relates or the maturity date of the respective Secured Financing Facilities.

(3) Projected interest payments are attributable only to our debt service obligations at existing rates as of September 30, 2024 and are not intended to estimate future interest costs which may result from debt prepayments, additional borrowings, new debt issuances or changes in interest rates.

(4) Lease related costs include capital expenditures used to improve tenants' spaces pursuant to lease agreements or leasing related costs, such as brokerage commissions, related to the Yardley, PA property.

Debt Covenants

Our principal debt obligations as of September 30, 2024 were the outstanding balances under our Secured Financing Facilities. The agreements governing our Master Repurchase Facilities, or our Master Repurchase Agreements, provide for acceleration of the date of repurchase of any then purchased assets and the liquidation of the purchased assets by UBS, Citibank or Wells Fargo, as applicable, upon the occurrence and continuation of certain events of default, including a change of control of us, which includes Tremont ceasing to act as our sole manager or to be a wholly owned subsidiary of RMR. Our Master Repurchase Agreements also provide that upon the repurchase of any then purchased asset, we are required to pay UBS, Citibank or Wells Fargo the outstanding purchase price of such purchased asset and accrued interest and any and all accrued and unpaid expenses of UBS, Citibank or Wells Fargo, as applicable, relating to such purchased asset.

In connection with our Master Repurchase Agreements, we entered into our guarantees, or the Master Repurchase Guarantees, which require us to guarantee 25% of the aggregate repurchase price and 100% of losses in the event of certain bad acts, as well as any costs and expenses of UBS, Citibank and Wells Fargo, as applicable, related to our Master Repurchase Agreements. The Master Repurchase Guarantees contain financial covenants, which require us to maintain a minimum tangible net worth, a minimum liquidity and a minimum interest coverage ratio and to satisfy a total indebtedness to stockholders' equity ratio.

In connection with our facility loan program agreement and the security agreement with BMO, or the BMO Loan Program Agreement, we have agreed to guarantee certain of the obligations under the BMO Loan Program Agreement and the BMO Facility Loan Agreements pursuant to a limited guaranty from us to and for the benefit of the administrative agent for itself and such other lenders, or the BMO Guaranty. Specifically, the BMO Guaranty requires us to guarantee 25% of the then current outstanding principal balance of the facility loans and 100% of losses or the entire indebtedness in the event of certain bad acts as well as any costs and expenses of the administrative agent or lenders related to the BMO Loan Program Agreement. In addition, the BMO Guaranty contains financial covenants that require us to maintain a minimum tangible net worth and a minimum liquidity and to satisfy a total indebtedness to stockholders' equity ratio. Our BMO Loan Program Agreement provides for acceleration of all payment obligations due under the BMO Facility Loan Agreements upon the occurrence and continuation of certain events of default, including a change of control of us, which includes Tremont ceasing to act as our sole manager or to be a wholly owned subsidiary of RMR.

As of September 30, 2024, we had a \$273,479 aggregate outstanding principal balance under our Master Repurchase Facilities. Our Master Repurchase Agreements are structured with risk mitigation mechanisms, including a cash flow sweep, which would allow UBS, Citibank and Wells Fargo, as applicable, to control interest payments from our borrowers under our loans that are financed under our respective Master Repurchase Facilities, and the ability to accelerate dates of repurchase and institute margin calls, which may require us to pay down balances associated with one or more of our loans that are financed under our Master Repurchase Facilities.

As of September 30, 2024, we had a \$103,855 aggregate outstanding principal balance under the BMO Facility.

As of September 30, 2024, we were in compliance with all covenants and other terms under our Secured Financing Facilities.

Related Person Transactions

We have relationships and historical and continuing transactions with Tremont, RMR, RMR Inc. and others related to them. For further information about these and other such relationships and related person transactions, see Notes 8 and 9 to the Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q, our 2023 Annual Report, our definitive Proxy Statement for our 2024 Annual Meeting of Shareholders and our other filings with the SEC. In addition, see the section captioned "Risk Factors" of our 2023 Annual Report for a description of risks that may arise as a result of these and other related person transactions and relationships. We may engage in additional transactions with related persons, including businesses to which RMR, Tremont or their respective subsidiaries provide management services.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable.

Item 4. Controls and Procedures

As of the end of the period covered by this Quarterly Report on Form 10-Q, our management carried out an evaluation, under the supervision and with the participation of our Managing Trustees, our President and Chief Investment Officer and our Chief Financial Officer and Treasurer, of the effectiveness of our disclosure controls and procedures pursuant to Rules 13a-15 and 15d-15 under the Securities Exchange Act of 1934, as amended. Based upon that evaluation, our Managing Trustees, our President and our Chief Financial Officer and Treasurer concluded that our disclosure controls and procedures are effective.

There have been no changes in our internal control over financial reporting during the quarter ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Warning Concerning Forward-Looking Statements

This Quarterly Report on Form 10-Q contains statements that constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and other securities laws. These statements include words such as “believe”, “could”, “expect”, “anticipate”, “intend”, “plan”, “estimate”, “will”, “would”, “should”, “may” and negatives or derivatives of these or similar expressions. These forward-looking statements include, among others, statements about: the disposition of our real estate owned; economic, market and industry conditions; demand for CRE debt and opportunities that may exist for alternative lenders like us; the diversity of our loan investment portfolio; our future lending activity and opportunities; the ability of our borrowers to achieve their business plans; our leverage levels and possible future financings; our liquidity needs and sources; and the amount and timing of future distributions.

Forward-looking statements reflect our current expectations, are based on judgments and assumptions, are inherently uncertain and are subject to risks, uncertainties and other factors, which could cause our actual results, performance or achievements to differ materially from expected future results, performance or achievements expressed or implied in any forward-looking statements. Some of the risks, uncertainties and other factors that may cause our actual results, performance or achievements to differ materially from those expressed or implied by forward-looking statements include, but are not limited to, the following:

- Our borrowers’ ability to successfully execute their business plans, including our borrowers’ ability to manage and stabilize properties;
- Whether the diversity and other characteristics of our loan portfolio will benefit us to the extent we expect;
- Our ability to carry out our business strategy and take advantage of opportunities for our business that we believe exist;
- The impact of inflation, geopolitical instability, interest rate fluctuations and economic recession or downturn on the CRE industry generally and specific CRE sectors applicable to our investments and lending markets, us and our borrowers;
- Fluctuations in interest rates and credit spreads may reduce the returns we may receive on our investments and increase our borrowing costs;
- Fluctuations in market demand for CRE debt and the volume of transactions and available opportunities in the CRE debt market, including the middle market;
- Dislocations and volatility in the capital markets;
- Our ability to utilize our Secured Financing Facilities and to obtain additional capital to enable us to attain our target leverage, to make additional investments and to increase our potential returns, and the cost of that capital;
- Our ability to pay distributions to our shareholders and sustain or increase the amount of such distributions;
- Our ability to successfully execute, achieve and benefit from our operating and investment targets, investment and financing strategies and leverage policies;
- The amount and timing of cash flows we receive from our investments;
- The ability of Tremont to make suitable investments for us, to monitor, service and administer our existing investments and to otherwise implement our investment strategy and successfully manage us;
- Our ability to maintain and improve a favorable net interest spread between the interest we earn on our investments and the interest we pay on our borrowings;
- The extent to which we earn and receive origination, extension, exit, prepayment or other fees we may earn from our investments;
- Yields that may be available to us from mortgages on middle market and transitional CRE;
- The duration and other terms of our loan agreements with borrowers and our ability to match our loan investments with our repurchase lending arrangements;
- The credit qualities of our borrowers;

- The ability and willingness of our borrowers to repay our investments in a timely manner or at all;
- The extent to which our borrowers' sponsors provide support to our borrowers or us regarding our loans;
- Our ability to maintain our exemption from registration under the 1940 Act;
- Events giving rise to increases in our credit loss reserves;
- Our ability to diversify our investment portfolio based on industry and market conditions;
- The ability of our manager to arrange for the successful management of real estate owned and our ability to sell those properties at prices that allow us to recover amounts we invested;
- Our ability to successfully compete;
- Market trends in our industry or with respect to interest rates, real estate values, the debt securities markets or the economy generally;
- Reduced demand for office or retail space;
- Regulatory requirements and the effect they may have on us or our competitors;
- Competition within the CRE lending industry;
- Changes in the availability, sourcing and structuring of CRE lending;
- Defaults by our borrowers;
- Compliance with, and changes to, federal, state or local laws or regulations, accounting rules, tax laws or similar matters;
- Limitations imposed on our business and our ability to satisfy complex rules in order for us to maintain our qualification for taxation as a REIT for U.S. federal income tax purposes;
- Actual and potential conflicts of interest with our related parties, including our Managing Trustees, Tremont, RMR, and others affiliated with them;
- Acts of God, earthquakes, hurricanes, outbreaks or continuation of pandemics, or other public health safety events or conditions, supply chain disruptions, climate change and other man-made or natural disasters or war, terrorism, social unrest or civil disturbances; and
- Other matters.

These risks, uncertainties and other factors are not exhaustive and should be read in conjunction with other cautionary statements that are included in our periodic filings. The information contained in our filings with the SEC, including under the caption "Risk Factors" in our periodic reports, or incorporated therein, identifies other important factors that could cause differences from our forward-looking statements in this Quarterly Report on Form 10-Q. Our filings with the SEC are available on the SEC's website at www.sec.gov.

You should not place undue reliance upon our forward-looking statements.

Except as required by law, we do not intend to update or change any forward-looking statements as a result of new information, future events or otherwise.

Statement Concerning Limited Liability

The Declaration of Trust of Seven Hills Realty Trust, a copy of which, together with any amendments or supplements thereto, is duly filed with the State Department of Assessments and Taxation of Maryland, provide that the name Seven Hills Realty Trust refers to the trustees collectively as trustees, but not individually or personally. No trustee, officer, shareholder, employee or agent of Seven Hills Realty Trust shall be held to any personal liability, jointly or severally, for any obligation of, or claim against, Seven Hills Realty Trust. All persons or entities dealing with Seven Hills Realty Trust, in any way, shall look only to the assets of Seven Hills Realty Trust for the payment of any sum or the performance of any obligation.

Part II. Other Information

Item 1A. Risk Factors

There have been no material changes to the risk factors previously disclosed in our 2023 Annual Report.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer purchases of equity securities. The table below provides information about our purchases of our equity securities during the quarter ended September 30, 2024.

Calendar Month	Number of Shares Purchased ⁽¹⁾	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
July 2024	3,717	\$ 12.56	—	\$ —
September 2024	13,930	13.83	—	—
Total/weighted average	17,647	\$ 13.56	—	\$ —

- (1) These common share withholdings and purchases were made to satisfy the tax withholding and payment obligations of certain current and former officers and employees of Tremont and/or RMR in connection with the vesting of awards of our common shares. We withheld and purchased these shares at their fair market value based upon the trading price of our common shares at the close of trading on Nasdaq on the purchase date.

Item 6. Exhibits

Exhibit Number	Description
3.1	Declaration of Trust of the Company, dated December 21, 2021. (Incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K filed by the Company on December 22, 2021.)
3.2	Second Amended and Restated Bylaws of the Company, as of May 30, 2024. (Incorporated by reference to Exhibit 3.2 of the Current Report on Form 8-K filed by the Company on June 3, 2024.)
4.1	Form of Common Share Certificate. (Incorporated by reference to Exhibit 4.1 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2023.)
10.6	First Amendment to Amended and Restated Master Repurchase Agreement, dated September 27, 2024, by and between TRMT CB Lender LLC and Citibank, N.A. (Filed herewith.)
31.1	Rule 13a-14(a) Certification. (Filed herewith.)
31.2	Rule 13a-14(a) Certification. (Filed herewith.)
31.3	Rule 13a-14(a) Certification. (Filed herewith.)
31.4	Rule 13a-14(a) Certification. (Filed herewith.)
32.1	Section 1350 Certification. (Furnished herewith.)
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	XBRL Taxonomy Extension Schema Document. (Filed herewith.)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document. (Filed herewith.)
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document. (Filed herewith.)
101.LAB	XBRL Taxonomy Extension Label Linkbase Document. (Filed herewith.)
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document. (Filed herewith.)
104	Cover Page Interactive Data File. (Formatted as Inline XBRL and contained in Exhibit 101.)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SEVEN HILLS REALTY TRUST

By: /s/ Thomas J. Lorenzini

Thomas J. Lorenzini
President and Chief Investment Officer

Dated: October 28, 2024

By: /s/ Fernando Diaz

Fernando Diaz
Chief Financial Officer and Treasurer
(principal financial and accounting officer)

Dated: October 28, 2024

**FIRST AMENDMENT TO AMENDED AND RESTATED MASTER REPURCHASE
AGREEMENT**

This First Amendment to Amended and Restated Master Repurchase Agreement (this “**Amendment**”), dated as of September 27, 2024, is between **CITIBANK, N.A.**, a national banking association (in such capacity, together with its successors and assigns, the “**Buyer**”) and **TRMT CB LENDER LLC**, a Delaware limited liability company, as seller (“**Seller**”).

WITNESSETH:

WHEREAS, Seller and Buyer are parties to that certain Amended and Restated Master Repurchase Agreement, dated as of March 15, 2022 (as the same may be further amended, restated, replaced, supplemented or otherwise modified from time to time, the “**Master Repurchase Agreement**”); and

WHEREAS, Seller and Buyer, wish to modify certain terms and provisions of the Master Repurchase Agreement.

NOW, THEREFORE, for good and valuable consideration, the parties hereto agree as follows:

1. Amendment to Master Repurchase Agreement. The Master Repurchase Agreement is hereby amended as follows:

(a) The following definitions in Article 2 of the Master Repurchase Agreement are hereby deleted in their entirety and replaced with the following:

“Fee Letter” shall mean the second amended and restated fee letter, dated as of September 27, 2024, from Buyer and accepted and agreed to by Seller, as same may be amended, modified and/or restated from time to time.

“Stated Facility Expiration Date” shall mean September 27, 2026 (or if such day is not a Business Day, the immediately succeeding Business Day).

(b) Exhibit I to the Master Repurchase Agreement is hereby deleted in its entirety and replaced with Schedule A attached hereto:

2. Representations and Warranties. Seller has taken all necessary action to authorize the execution, delivery and performance of this Amendment and the other Transaction Documents to be executed and delivered in connection with this Amendment. This Amendment and the other Transaction Documents to be executed and delivered in connection herewith have been duly executed and delivered by or on behalf of Seller and constitute the legal, valid and binding obligation of Seller enforceable against Seller in accordance with its terms subject to bankruptcy, insolvency, and other limitations on creditors’ rights generally and to equitable principles. No Event of Default has occurred and is continuing, and no Event of Default will occur as a result of the execution, delivery and performance by Seller of this Amendment. There have been no changes to the governing documents of the Borrower and Guarantor that have not previously been delivered to the Buyer. Any consent, approval, authorization, order, registration or

qualification of or with any Governmental Authority required for the execution, delivery and performance by Seller of this Amendment has been obtained and is in full force and effect (other than consents, approvals, authorizations, orders, registrations or qualifications that if not obtained, are not reasonably likely to have a Material Adverse Effect).

3. Effectiveness. The effectiveness of this Amendment is subject to receipt by Buyer, of the following:

(a) Transaction Documents. This Amendment, duly executed and delivered by Seller, Guarantor and Buyer, and the Fee Letter, duly executed and delivered by Buyer and Seller;

(b) Officer's Certificate. An officer's certificate for each of Seller and Guarantor: (i) certifying as to and attaching a good standing certificate from its state or jurisdiction of formation, (ii) certifying that no amendments have been made to its organizational documents since March 15, 2022, unless otherwise stated therein, and (iii) certifying as to its authority to execute and deliver this Amendment and the other Transaction Documents to be executed and delivered by it in connection with this Amendment; and

(c) Costs. The out-of-pocket costs and expenses payable to Buyer in connection with this Amendment and the transactions contemplated hereby.

4. Continuing Effect; Reaffirmation of Guaranty and Pledge Agreements. As amended by this Amendment, all terms, covenants and provisions of the Master Repurchase Agreement and the other Transaction Documents are ratified and confirmed and shall remain in full force and effect. In addition, any and all guaranties, pledges and indemnities for the benefit of Buyer (including, without limitation, the Guaranty) and agreements subordinating rights and liens to the rights and liens of Buyer, are hereby ratified and confirmed and shall not be released, diminished, impaired, reduced or adversely affected by this Amendment, and each party indemnifying Buyer, and each party subordinating any right or lien to the rights and liens of Buyer, hereby consents, acknowledges and agrees to the modifications set forth in this Amendment and waives any common law, equitable, statutory or other rights which such party might otherwise have as a result of or in connection with this Amendment. This Amendment shall be deemed a "Transaction Document" for all purposes under the Master Repurchase Agreement.

5. Binding Effect; No Partnership; Counterparts. The provisions of the Master Repurchase Agreement, as amended hereby, shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns. Nothing herein contained shall be deemed or construed to create a partnership or joint venture between any of the parties hereto. For the purpose of facilitating the execution of this Amendment as herein provided, this Amendment may be executed simultaneously in any number of counterparts, each of which shall be deemed to be an original, and such counterparts when taken together shall constitute but one and the same instrument. This Amendment and any other Transaction Document may be delivered by facsimile transmission, by electronic mail, or by other electronic transmission, in portable document format (.pdf) or otherwise, and each such executed facsimile, .pdf, or other electronic record shall be considered an original executed counterpart for purposes of this

Amendment. Each party to this Amendment (a) agrees that it will be bound by its own Electronic Signature, (b) accepts the Electronic Signature of each other party to this Amendment, and (c) agrees that such Electronic Signatures shall be the legal equivalent of manual signatures.

6. Further Agreements. Seller agrees to execute and deliver such additional documents, instruments or agreements as may be reasonably requested by Buyer, and as may be necessary or appropriate from time to time to effectuate the purposes of this Amendment.

7. Governing Law. The provisions of Section 19 of the Master Repurchase Agreement are incorporated herein by reference.

8. Defined Terms. Capitalized terms used but not defined herein shall have the meanings set forth in the Master Repurchase Agreement.

9. Headings. The headings of the sections and subsections of this Amendment are for convenience of reference only and shall not be considered a part hereof nor shall they be deemed to limit or otherwise affect any of the terms or provisions hereof.

10. References to Transaction Documents. All references to the Master Repurchase Agreement in any Transaction Document, or in any other document executed or delivered in connection therewith shall, from and after the execution and delivery of this Amendment, be deemed a reference to the Master Repurchase Agreement as amended hereby, unless the context expressly requires otherwise.

11. No Waiver. The execution, delivery and effectiveness of this Amendment shall not operate as a waiver of any right, power or remedy of Buyer, under the Master Repurchase Agreement or any other Transaction Document, nor constitute a waiver of any provision of the Master Repurchase Agreement or any other Transaction Document by any of the parties hereto.

[NO FURTHER TEXT ON THIS PAGE]

IN WITNESS WHEREOF, the parties have executed this Amendment as of the day first written above.

BUYER:

CITIBANK, N.A.

By: /s/ Peter Gruber
Name: Peter Gruber
Title: Authorized Signatory

[SIGNATURES CONTINUE ON FOLLOWING PAGE]

SELLER:

TRMT CB LENDER LLC,
a Delaware limited liability company

By: /s/ Thomas Lorenzini
Name: Thomas Lorenzini
Title: President

[SIGNATURES CONTINUE ON FOLLOWING PAGE]

The undersigned hereby acknowledges the execution of this Amendment and agrees that the Guaranty and agreements therein subordinating rights and liens to the rights and liens of Buyer, are hereby ratified and confirmed and shall not be released, diminished, impaired, reduced or adversely affected by this Amendment, and each party indemnifying Buyer therein, and each party subordinating any right or lien to the rights and liens of Buyer, therein, hereby acknowledges the modifications set forth in this Amendment and waives any common law, equitable, statutory or other rights which such party might otherwise have as a result of or in connection with this Amendment. In addition, the undersigned reaffirms its obligations under the Guaranty and agrees that its obligations under the Guaranty shall remain in full force and effect.

GUARANTOR:

SEVEN HILLS REALTY TRUST,
a Maryland real estate investment trust

By: /s/ Thomas Lorenzini
Name: Thomas Lorenzini
Title: President and Chief Investment Officer

CERTIFICATION PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a)

I, Thomas J. Lorenzini, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Seven Hills Realty Trust;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 28, 2024

/s/ Thomas J. Lorenzini

Thomas J. Lorenzini
President and Chief Investment Officer

CERTIFICATION PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a)

I, Matthew P. Jordan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Seven Hills Realty Trust;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 28, 2024

/s/ Matthew P. Jordan

Matthew P. Jordan
Managing Trustee

CERTIFICATION PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a)

I, Fernando Diaz, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Seven Hills Realty Trust;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 28, 2024

/s/ Fernando Diaz

Fernando Diaz
Chief Financial Officer and Treasurer

CERTIFICATION PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a)

I, Adam D. Portnoy, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Seven Hills Realty Trust;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 28, 2024

/s/ Adam D. Portnoy

Adam D. Portnoy
Managing Trustee

Certification Pursuant to 18 U.S.C. Sec. 1350

In connection with the filing by Seven Hills Realty Trust (the “Company”) of the Quarterly Report on Form 10-Q for the period ended September 30, 2024 (the “Report”), each of the undersigned hereby certifies, to the best of his knowledge:

- 1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Adam D. Portnoy

Adam D. Portnoy
Managing Trustee

/s/ Thomas J. Lorenzini

Thomas J. Lorenzini
President and Chief Investment Officer

/s/ Matthew P. Jordan

Matthew P. Jordan
Managing Trustee

/s/ Fernando Diaz

Fernando Diaz
Chief Financial Officer and Treasurer

Date: October 28, 2024